

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

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SERIES 2020A OF NAHLA CAPITAL LLC,

**DOCKET NO. 22-CV-7122-PAE**

Plaintiff,

against

ALYSSA SOTO BRODY,

Defendant.

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**DECLARATION OF GARY ROSEN, ESQ. IN SUPPORT OF  
DEFENDANT'S MOTION TO DISMISS THE AMENDED COMPLAINT**

Pursuant to 28 U.S.C. 1746, I, Gary Rosen, an attorney duly admitted to practice law in the State of New York and in the United States District Court for the Eastern District and Southern District of New York, declare and state as follows:

1. I am a member of the Bar of this Court and am a principal attorney at Rosen Law LLC, attorneys for Defendant Alyssa Soto Brody in the instant action.
2. I am fully familiar with all the facts and circumstances in this action.
3. This Declaration is respectfully submitted on behalf of Defendant Alyssa Soto Brody in support of her motion to dismiss the Amended Complaint pursuant to FRCP Rule 12(b)(1) and Rule 12(b)(6).
4. I respectfully submit this Declaration in Support of Defendant's Motion for an Order:
  - a) granting Defendants' motion to dismiss the Complaint pursuant to FRCP Rule 12(b)(1) and Rule 12(b)(6) and
  - b) for such further relief as this Court deems just and proper.

5. This action was initially commenced on July 26, 2022 by Plaintiff Series 2020A of Nahla Capital LLC against Defendant Alyssa Soto Brody in the Supreme Court of the State of New York, County of New York under Index No. 652577/2022 (**the “Complaint” - Exhibit “1”**).

6. Defendant properly removed this case to this United States District Court for the Southern District of New York (“Southern District”), as of right based upon diversity of citizenship and the amount in controversy being in excess of \$75,000 (**the “Notice of Removal - Exhibit “2”**).

7. Thereafter, on October 26, 2022, Plaintiff filed the Amended Complaint (**the “Amended Complaint” - Exhibit “3”**).

8. Attached is a copy of a Statement Pursuant to Rule 7.1 wherein Plaintiff identified itself as: Plaintiff “Series 2020A of Nahla Capital LLC”, (“Series 2020A”) certify that to the best of my knowledge and belief, Series 2020A is a series of Nahla Capital LLC; Nahla Vitre Inc. is the parent corporation of Nahla Capital LLC” (**“Statement Pursuant to Rule 7.1” - Exhibit “4”**).

9. Attached is a copy of a search conducted in the Office of the New York Secretary of State of the State of New York for a legal entity with the name “SERIES 2020A OF NAHLA CAPITAL LLC” (**“New York Secretary of State Search of SERIES 2020A OF NAHLA CAPITAL LLC” - Exhibit “5”**).

10. Plaintiff “SERIES 2020A OF NAHLA CAPITAL LLC” is not a legal entity in the State of New York and “SERIES 2020A OF NAHLA CAPITAL LLC” cannot sue Defendant (**“New York Secretary of State Search of SERIES 2020A OF NAHLA CAPITAL LLC” - Exhibit “5”**).

11. Attached is a copy of a search conducted in the Office of the Delaware Secretary of State of the State of New York for a legal entity with the name “SERIES 2020A OF NAHLA CAPITAL LLC” (**“Delaware Secretary of State Search of SERIES 2020A OF NAHLA CAPITAL LLC” - Exhibit “6”**).

12. Plaintiff **“SERIES 2020A OF NAHLA CAPITAL LLC”** is not a legal entity in the State of Delaware and **“SERIES 2020A OF NAHLA CAPITAL LLC”** cannot sue Defendant (**“Delaware Secretary of State Search of SERIES 2020A OF NAHLA CAPITAL LLC” - Exhibit “6”**).

13. Plaintiff identifies Nahla Vitre Inc. as the parent corporation of Nahla Capital LLC, but according to a search conducted in the Office of the New York Secretary of State of the State of New York for a legal entity with the name “Nahla Vitre Inc.” shows that “Nahla Vitre Inc.” is not a legal entity in the State of New York and “Nahla Vitre Inc.” or its subsidiaries cannot sue Defendant (**“Nahla Vitre Inc. New York Division of Corporations Search” - Exhibit “7”**).

14. Plaintiff has not articulated any legitimate basis for alleging it has the capacity or authority to file or proceed with this action in any court in the State of New York.

15. Nahla Capital LLC is not the Plaintiff in this action as “Nahla Capital LLC” and “Series 2020A of Nahla Capital LLC” are not one and the same.

16. Moreover, for the reasons set forth in the Defendant’s Memorandum of Law, the Amended Complaint fails to state any claims for relief against Defendant and should be dismissed.

17. I respectfully refer to, incorporate, and adopt the Defendant’s Memorandum of Law submitted in support of this motion and the exhibits hereto.

**WHEREFORE,** Defendant respectfully request that this Court dismiss the Amended Complaint for the reasons set forth herein and for such other and further relief as is just and proper.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on November 21, 2022.

Respectfully submitted,



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